

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

FAN ZHANG, Individually and on Behalf of All
Others Similarly Situated,

Plaintiff,

vs.

GROUPON, INC., ANDREW D. MASON,
JASON E. CHILD, JOSEPH M. DEL PRETO,
ERIC P. LEFKOFSKY, THEODORE J.
LEONSIS, PETER J. BARRIS, KEVIN J.
EFRUSY, MELLODY HOBSON, BRADLEY A.
KEYWELL, HOWARD SCHULTZ, MORGAN
STANLEY & CO. LLC, GOLDMAN, SACHS &
CO., CREDIT SUISSE SECURITIES (USA)
LLC, ALLEN & COMPANY LLC, MERRILL
LYNCH, PIERCE, FENNER & SMITH
INCORPORATED, BARCLAYS CAPITAL INC.,
CITIGROUP GLOBAL MARKETS INC.,
DEUTSCHE BANK SECURITIES INC., J.P.
MORGAN SECURITIES LLC, WELLS FARGO
SECURITIES, LLC, WILLIAM BLAIR &
COMPANY L.L.C., LOOP CAPITAL
MARKETS, INC., RBC CAPITAL MARKETS
LLC and THE WILLIAMS CAPITAL GROUP,
L.P.,

Defendants.

Case No. 12-cv-02450

Honorable Charles R. Norgle, Sr.

[Caption continued]

**MOTION OF GUS SEKAS FOR CONSOLIDATION, APPOINTMENT
AS LEAD PLAINTIFF AND APPROVAL OF SELECTION OF COUNSEL**

KATHLEEN ROSELLI, Individually And On
Behalf of All Others Similarly Situated,

Plaintiff,

vs.

GROUPON, INC., ERIC P. LEFKOFSKY,
ANDREW D. MASON, JASON CHILD, KEVIN
EFRUSY, THEODORE J. LEONSIS, HOWARD
SCHULTZ, JOSEPH M. DEL PRETO, MORGAN
STANLEY & CO. LLC, GOLDMAN, SACHS &
CO., CREDIT SUISSE SECURITIES (USA)
LLC,

Defendants.

Case No. 12-cv-02460

Honorable Charles R. Norgle, Sr.

DENNIS EINSPAHR, Individually and on Behalf
of All Others Similarly Situated,

Plaintiff,

vs.

GROUPON, INC., JASON E. CHILD, JOSEPH
M. DEL PRETO, ANDREW D. MASON, ERIC
P. LEFKOFSKY, PETER J. BARRIS, KEVIN J.
EFRUSY, MELLODY HOBSON, BRADLEY A.
KEYWELL, THEODORE J. LEONSIS,
HOWARD SCHULTZ, MORGAN STANLEY &
CO. LLC, GOLDMAN, SACHS & CO., CREDIT
SUISSE SECURITIES (USA) LLC, ALLEN &
COMPANY LLC, MERRILL LYNCH, PIERCE,
FENNER & SMITH INCORPORATED,
BARCLAYS CAPITAL INC., CITIGROUP
GLOBAL MARKETS INC., DEUTSCHE BANK
SECURITIES INC., J.P. MORGAN SECURITIES
LLC, WELLS FARGO SECURITIES, LLC,
WILLIAM BLAIR & COMPANY LLC., LOOP
CAPITAL MARKETS, INC., RBC CAPITAL
MARKETS LLC and THE WILLIAMS CAPITAL
GROUP, L.P.,

Defendants.

Case No. 12-cv-02547

Honorable Charles R. Norgle, Sr.

JOHN PEDROW, Individually and on Behalf of
All Others Similarly Situated,

Plaintiff,

vs.

GROUPON, INC., ANDREW D. MASON,
JASON E. CHILD, JOSEPH M. DEL PRETO,
ERIC P. LEFKOFSKY, THEODORE J.
LEONSIS, PETER J. NARRIS, KEVIN J.
EFRUSY, MELLODY HOBSON, BRADLEY A.
KEYWELL, HOWARD SCHULTZ, MORGAN
STANLEY & CO. LLC, GOLDMAN, SACHS &
CO., CREDIT SUISSE SECURITIES (USA)
LLC, ALLEN & COMPANY LLC, MERRILL
LYNCH, PIERCE, FENNER & SMITH
INCORPORATED, BARCLAYS CAPITAL INC.,
CITIGROUP GLOBAL MARKETS INC.,
DEUTSCHE BANK SECURITIES INC., J.P.
MORGAN SECURITIES LLC, WELLS FARGO
SECURITIES, LLC, WILLIAM BLAIR &
COMPANY L.L.C., LOOP CAPITAL
MARKETS, INC., RBC CAPITAL MARKETS
LLC and THE WILLIAMS CAPITAL GROUP,
L.P.,

Defendants.

Case No. 12-cv-02791

Honorable Charles R. Norgle, Sr.

JOHN H. COTTRELL, Individually and on Behalf
of All Others Similarly Situated,

Plaintiff,

vs.

GROUPON, INC., ANDREW D. MASON,
JASON E. CHILD, JOSEPH M. DEL PRETO,
ERIC P. LEFKOFSKY, THEODORE J.
LEONSIS, PETER J. NARRIS, KEVIN J.
EFRUSY, MELLODY HOBSON, BRADLEY A.
KEYWELL, HOWARD SCHULTZ, MORGAN
STANLEY & CO. LLC, GOLDMAN, SACHS &
CO., CREDIT SUISSE SECURITIES (USA)

Case No. 12-cv-03129

Honorable Charles R. Norgle, Sr.

LLC, ALLEN & COMPANY LLC, MERRILL
LYNCH, PIERCE, FENNER & SMITH
INCORPORATED, BARCLAYS CAPITAL INC.,
CITIGROUP GLOBAL MARKETS INC.,
DEUTSCHE BANK SECURITIES INC., J.P.
MORGAN SECURITIES LLC, WELLS FARGO
SECURITIES, LLC, WILLIAM BLAIR &
COMPANY L.L.C., LOOP CAPITAL
MARKETS, INC., RBC CAPITAL MARKETS
LLC and THE WILLIAMS CAPITAL GROUP,
L.P.,

Defendants.

Movant Gus Sekas (“Mr. Sekas”), through his undersigned counsel, hereby moves this Court for an order: (1) consolidating related actions; (2) appointing Mr. Sekas as Lead Plaintiff pursuant to the Private Securities Litigation Reform Act of 1995 (the “PSLRA”), 15 U.S.C. § 78u-4(a)(3)(B) and 77z-1(a)(3)(B);¹ (3) approving his selection of Kessler Topaz Meltzer & Check, LLP (“Kessler Topaz”) as Lead Counsel; and (4) approving his selection of Lasky & Rifkind, Ltd. (“Lasky & Rifkind”) as Liaison Counsel.

This Motion is made on the grounds that Mr. Sekas believes he is the most adequate lead plaintiff, having suffered total estimated losses of \$82,300 in connection with transactions in Groupon common stock during the proposed Class Period. In addition, Mr. Sekas meets the requirements of Rule 23 of the Federal Rules of Civil Procedure because his claims are typical of class members’ claims and he will fairly and adequately represent the Class.

In support of this Motion, Mr. Sekas submitted herewith a Memorandum of Law and the Declaration of Norman Rifkind in Support of the Motion of Gus Sekas for Consolidation, Appointment as Lead Plaintiff and Approval of Selection of Counsel

Dated: June 4, 2012

Respectfully submitted,

s/ Norman Rifkind

LASKY & RIFKIND, LTD

Norman Rifkind

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¹ For the purposes of this memorandum of law, the PSLRA provisions contained in the Securities Exchange Act of 1934 (the “Exchange Act”) are cited and citations to the Securities Act of 1933 (the “Securities Act”) are omitted, as they are redundant.

Proposed Liaison Counsel

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*Attorneys for Gus Sekas and Proposed Lead
Counsel*

CERTIFICATE OF SERVICE

I hereby certify that on June 4, 2012, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system which will send notification of such filing to the e-mail addresses denoted on the attached Electronic Mail Notice List.

I certify under penalty of perjury that the foregoing is true and correct.

Executed on June 4, 2012.

/s/ Norman Rifkind

Norman Rifkind